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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: FLICK MORTGAGE INVESTORS, INC.

AUDIT NUMBER.....H98000009859

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

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Amend

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
FLICK MORTGAGE INVESTORS, INC.**

Pursuant to the provisions of Florida Statute 607.1006 the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

The Articles of Incorporation is amended as follows:

1. ARTICLE IX - DIRECTORS and OFFICERS

The Directors and Officers of the Corporation shall be changed to read as follows:

DIRECTORS:

JEFFREY B. FLICK
SANDRA FLICK
FRANCISCO RUIZ
JOSEPH HORN
RICARDO EICHENWALD
THOMAS E. FREIWALD

OFFICERS:

JEFFREY B. FLICK	- President & Treasurer
FRANCISCO RUIZ	- Senior Vice-President
SANDRA FLICK	- Executive Vice-President & Secretary

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2. ARTICLE VIII - DIRECTOR'S POWERS

No action requiring the approval of the Shareholder of the Corporation the ("Major Decisions") shall be taken by Directors and/or Officers of the Corporation or on its behalf, unless the owners of at least eighty (80%) percent of the Shares of the Corporation entitled to vote ("Required Majority") agree that such action should be taken and vote their respective Shares accordingly. The "Major Decisions" which require the consent of a Required Majority of the Shareholders shall be as follows:

- (a) Assuming contractual obligations of the Corporation in a single transaction in excess of \$50,000.00, other than mortgages encompassed within the day-to-day business of Corporation.
- (b) Expenditures by the Corporation in excess of \$30,000.00.
- (c) Amending, modifying or terminating part of all of the Stockholder's Agreement.
- (d) Dismissing or replacing Jeffrey Flick as director and officer of the Corporation so long as he owns shares in the Corporation.

Nelson Slosbergas, Esq.
FBNQ. 378887 (305) 374-0030
501 Brickell Key Dr. #400
Miami, FL 33131

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- (c) The call for additional capital contributions to the Corporation.
 - (f) The terms of any portfolio loans to, or from, the Corporation in an amount in excess of \$100,000.00.
 - (g) The terms of any lease of property to or from the Corporation in excess of \$100,000.00 per annum.
 - (h) The increase in salary or fringe benefits payable a Shareholder who is an employee of the Corporation, other than as provided in an employment agreement executed by the Corporation.
 - (i) Changing the name of the Corporation.
 - (j) Amending or otherwise changing the business plan or objectives of the Corporation; or
 - (k) Amending or otherwise changing the Corporation's credit policy regarding portfolio mortgages.
3. Distribution of Dividends shall only require a majority vote of the Shareholders.
4. **REGISTERED AGENT.**

The Registered Agent for the Corporation shall continue to be Jeffrey B. Flick. The address of the Registered Agent shall be changed to reflect 2601 South Bayshore Drive, Suite 1225, Coconut Grove, Florida 33133.

4. The Corporate Number of the Corporation is K70965.
5. This Amendment has been unanimously adopted by the Shareholders on May 22, 1998. The number of votes cast for the amendment were sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of the Corporation have been executed this 22 day of May, 1998.

FLICK MORTGAGE INVESTORS, INC.

By: 
Jeffrey B. Flick, President

PREPARED BY:
Nelson Slosbergas, Esquire
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami, FL 33131
Florida Bay No. 378887
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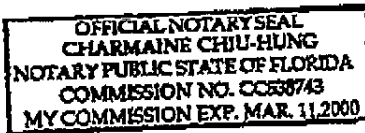
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STATE OF FLORIDA)

:SS.

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22nd day of May, 1998, by Jeffrey B. Flick, as President of FLICK MORTGAGE INVESTORS, INC., a Florida corporation, on behalf of said corporation.



NOTARY PUBLIC, State of Florida at Large

NOTARY:

My Commission Expires: Mar 11, 2000

Personally Known ☒ OR Produced Identification . .

Type of Identification Produced: _____

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT

Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **FLICK MORTGAGE INVESTORS, INC.**
2. The name and address of the Registered agent is: **Jeffrey B. Flick, 2601 South Bayshore Drive, Suite 1225, Coconut Grove, Florida, 33133.**

Signature: 

Title: **Registered Agent**

Date: **May 22, 1998**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: 

Date: **May 22, 1998**

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